

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 7☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Arrow Holdings, LLC

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 47-42546314. Debtor's address **Principal place of business****Mailing address, if different from principal place of business**

**2605 Nicholson Road
Suite 5200
Sewickley, PA 15143**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Allegheny County
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.arrowmaterialservices.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **Arrow Holdings, LLC**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**4889****8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No
- ☐ Yes

If more than 2 cases, attach a separate list.

| | | | | | |
|----------|-------|------|-------|-------------|-------|
| District | _____ | When | _____ | Case number | _____ |
| District | _____ | When | _____ | Case number | _____ |

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes

List all cases. If more than 1, attach a separate list

| | | | |
|----------|----------------------|-----------------------|-------|
| Debtor | SEE ATTACHED RIDER 1 | Relationship | _____ |
| District | _____ | When | _____ |
| | | Case number, if known | _____ |

Debtor **Arrow Holdings, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **Arrow Holdings, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/20/2019
MM / DD / YYYY**X** /s/ Dennis DeBassio
Signature of authorized representative of debtorDennis DeBassio
Printed nameTitle Treasurer**18. Signature of attorney** **X** /s/ Kara Hammond Coyle
Signature of attorney for debtorDate 12/20/2019
MM / DD / YYYYKara Hammond Coyle
Printed nameYoung Conaway Stargatt & Taylor LLP
Firm name1000 North King Street, Wilmington, Delaware 19801
Number, Street, City, State & ZIP CodeContact phone 302-571-6600Email address kcoyle@ycst.comDE 4410
Bar number and State

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below filed a petition in this court for relief under chapter 7 of title 11 of the United States Code.

1. Arrow Holdings, LLC
2. EMS Management, LLC
3. Modern Material Services, LLC
4. EMS Plane, Inc.

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF MANAGERS OF
ARROW HOLDINGS LLC**

DECEMBER 20, 2019

The undersigned, being all of the members of the board of managers (the “Board”) of Arrow Holdings LLC, a Delaware limited liability company (the “Company”), and having reviewed and considered, among other things, the financial condition of the Company and the Company’s business on the date hereof and the recommendations of the Company’s legal and restructuring advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of title 11 of the United States Code, do hereby vote for, adopt, approve and consent to the following resolutions by written consent pursuant to Section 8 of the Third Amended and Restated Limited Liability Company Agreement of Arrow Holdings LLC and Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 *et seq.*:

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, the creditors of the Company, and other interested parties that a voluntary petition (the “Petition”) be filed by the Company under the provisions of chapter 7 of title 11 of the United States Code; and it is further

RESOLVED, that Dennis DeBassio (the “Designated Representative”) be, and acting alone, hereby is, authorized, directed, and empowered (i) to execute and verify the Petition and all documents ancillary thereto, and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware, such Petition to be filed at such time as the Designated Representative shall determine and to be in the form approved by the Designated Representative, with the execution thereof by such Designated Representative being conclusive evidence of the approval thereof by the Designated Representative; (ii) to make or cause to be made prior to the execution thereof any modifications to the Petition or such ancillary documents that, in the judgment of the Designated Representative, may be necessary, appropriate, or desirable, and (iii) to execute, verify, and file or cause to be filed all other petitions, schedules, lists, motions, applications, declarations, affidavits, and other papers or documents that, in the judgment of the Designated Representative, may be necessary, appropriate, or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) is authorized and empowered to represent the Company as its general bankruptcy counsel on the terms set forth in its engagement letter with the Company, which is hereby ratified and approved, and to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights, including, without limitation, the preparation of pleadings and filings in the bankruptcy case, and the Designated Representative may take any action necessary to further the retention of Young Conaway; and it is further

RESOLVED, that the Designated Representative be, and, acting alone, hereby is, authorized, directed, and empowered from time to time to take such actions and execute and deliver such documents as may be required or as the Designated Representative may determine


to be necessary, appropriate, or desirable to carry out the intent and purpose of the foregoing resolutions or to obtain the relief sought thereby, including without limitation the execution and delivery of any petitions, schedules, lists, motions, applications, declarations, affidavits, and other papers or documents, with all such actions to be taken in such manner, and all such petitions, schedules, lists, motions, applications, declarations, affidavits, and other papers or documents to be executed and delivered in such form as the Designated Representative shall approve, the taking or execution thereof by the Designated Representative being conclusive evidence of the approval thereof by the Designated Representative; and it is further

RESOLVED, that the Board, on behalf of the Company, as the sole member of each of EMS Management, LLC, a Pennsylvania limited liability company ("EMS"), and Modern Materials Services, LLC, a Pennsylvania limited liability company ("MMS"), authorizes and directs the execution by the Company of the Written Consent of the Sole Member of EMS and the Written Consent of the Sole Member of MMS, substantially in the forms attached hereto as Exhibit A (the "Company Consents"), and that the Designated Person be, and he hereby is, authorized, directed and empowered in the name of the Company to execute and deliver to the Company the Company Consents and take any actions or execute and delivery any documents in furtherance of the Company Consents or matters approved therein; and it is further

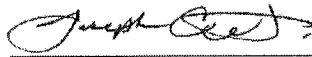
RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that such acts and transactions were taken prior to the adoption of such resolutions, be, and they hereby are, in all respects confirmed, approved, and ratified.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned do hereby execute this written consent effective as of the 20 day of December, 2019.



Bob Sick



Joseph Clemente



Ed Leung



Derrick Smith

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|--------------------------------|
| | X | |
| | : | |
| | : | |
| In re: | : | Chapter 7 |
| | : | |
| Arrow Holdings, LLC,¹ | : | Case No. 19—_____ (___) |
| | : | |
| Debtor. | : | |
| | : | |
| | : | |
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| | | |
|----------------------------|---|--------------------------------|
| | X | |
| | : | |
| | : | |
| In re: | : | Chapter 7 |
| | : | |
| EMS Management, LLC | : | Case No. 19—_____ (___) |
| | : | |
| Debtor. | : | |
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|---------------------------------------|---|--------------------------------|
| | X | |
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| | : | |
| In re: | : | Chapter 7 |
| | : | |
| Modern Material Services, LLC, | : | Case No. 19—_____ (___) |
| | : | |
| Debtor. | : | |
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|-------------------------|---|--------------------------------|
| | X | |
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| | : | |
| In re: | : | Chapter 7 |
| | : | |
| EMS Plane, Inc., | : | Case No. 19—_____ (___) |
| | : | |
| Debtor. | : | |
| | : | |
| | : | |
| | : | |
| | : | |

¹ The Debtors in the above captioned chapter 7 Cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Arrow Holdings, LLC (4631); EMS Management, LLC (2709); Modern Material Services, LLC (8472); and EMS Plane, Inc. (N/A). The Debtors' address is 2605 Nicholson Road, Suite 5200, Sewickley, PA 15143

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT
TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Arrow Holdings, LLC and its affiliated debtors (each a “Debtor,” and collectively, the “Debtors”) in the above-captioned chapter 7 cases hereby states that the following is a list of corporations, other than governmental units, that directly or indirectly own 10% or more of any class of interests in the Debtors:

1. Debtor Arrow Holdings, LLC is owned by the following non-debtor entity:

| Entity | Ownership Percentage ² |
|-------------------------|--|
| AIM Arrow Holdings, LLC | Series A Units: 92.16% Series D Units: 99.99% |

2. Debtor Arrow Holdings, LLC owns 100% of the equity interests in each of the Debtors EMS Management, LLC and Modern Material Services, LLC.

3. Debtor EMS Management, LLC owns 100% of the equity interests in Debtor EMS Plane, Inc.

² Ownership percentages have been rounded to the nearest hundredth.

Fill in this information to identify the case and this filing:

Debtor Name Arrow Holdings, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/20/2019
MM / DD / YYYY

✕

/s/ Dennis DeBassio
Signature of individual signing on behalf of debtor

Dennis DeBassio
Printed name

Treasurer
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
:
:
In re: : **Chapter 7**
:
Arrow Holdings, LLC,¹ : **Case No. 19-_____ ()**
:
Debtor. :
:
:
-----X

-----X
:
:
In re: : **Chapter 7**
:
EMS Management, LLC, : **Case No. 19-_____ ()**
:
Debtor. :
:
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-----X

-----X
:
:
In re: : **Chapter 7**
:
Modern Material Services, LLC, : **Case No. 19-_____ ()**
:
Debtor. :
:
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-----X

-----X
:
:
In re: : **Chapter 7**
:
EMS Plane, Inc., : **Case No. 19-_____ ()**
:
Debtor. :
:
:
-----X

¹ The Debtors in the above captioned chapter 7 Cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Arrow Holdings, LLC (4631); EMS Management, LLC (2709); Modern Material Services, LLC (8472); and EMS Plane, Inc. (N/A). The Debtors' address is 2605 Nicholson Road, Suite 5200, Sewickley, PA 15143

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that my firm, Young Conaway Stargatt & Taylor, LLP (“YCST”) is counsel for the above-captioned debtors (the “Debtors”) and that compensation paid to YCST within one year before the filing of the petition in bankruptcy, or agreed to be paid to YCST, for services rendered or to be rendered on behalf of the Debtors in contemplation of or in connection with the bankruptcy cases is as follows:

For legal services, YCST has agreed to accept \$50,000

Prior to the filing of this statement YCST has received \$194,137.28

Balance Due \$0

2. The source of the compensation paid to YCST was Debtor Modern Material Services, LLC

3. YCST has not agreed to share the above-disclosed compensation with any other person unless they are a partner, counsel, or associate of YCST.

4. In return for the above-disclosed fee, YCST has agreed to pay the filing fees required to commence these bankruptcy cases and has further agreed to render legal services relating to these bankruptcy cases, including:

a. Analysis of the Debtors’ financial situation, and rendering advice to the Debtors in determining whether to file bankruptcy petitions;

b. Preparation and filing of voluntary petitions in bankruptcy and certain other documents that may be required;

c. Representation of the Debtors at the meeting of creditors, and any adjourned hearings thereof.

5. By agreement with the Debtors, the above-disclosed fee does not include the representation of the Debtors in adversary proceedings and other contested bankruptcy matters; nor does it include any future non-bankruptcy representation.

CERTIFICATION

I hereby certify that the foregoing is a complete statement of any agreement or arrangement for payment to YCST for representation of the Debtors in these bankruptcy proceedings.

Dated: Wilmington, Delaware
December 20, 2019

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Kara Hammond Coyle

Kara Hammond Coyle (No. 4410)

Joseph M. Mulvihill (No. 6061)

Rodney Square

1000 N. King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

Counsel for the Debtors